

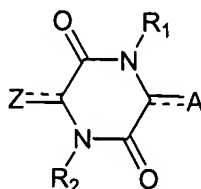
Amendments to the Claims:

This listing of claims replaces all prior versions and listings of claims in the application:

Listing of Claims:

1-13. (Cancelled)

14. (Currently Amended) A compound having the formula:



wherein

each of --- and = , independently, is a single bond or a double bond;

A is H or $\text{CH}(\text{R}^{\text{a}}\text{R}^{\text{b}})$ when --- is a single bond, or $\text{C}(\text{R}^{\text{a}}\text{R}^{\text{b}})$ when --- is a double bond;

Z is $\text{CH}(\text{R}^{\text{c}}\text{R}^{\text{d}})$ when --- is a single bond, or $\text{R}_3\text{O}(\text{Ar})\text{---C}(\text{R}^{\text{e}})$ when --- is a double bond; in which Ar is pyridyl linked to B C at position 2; and R_3 is $\text{C}_1\text{--C}_6$ alkyl substituted with aryl, $\text{C}(\text{O})\text{R}^{\text{f}}$, or $\text{S}(\text{O})\text{R}^{\text{f}}$;

each of R_1 and R_2 , independently, is H or $\text{C}(\text{O})\text{R}^{\text{g}}$;


R^{a} is H, $\text{C}_1\text{--C}_6$ alkyl, aryl, heteroaryl, $\text{C}_3\text{--C}_8$ cycloalkyl, or $\text{C}_3\text{--C}_8$ heterocycloalkyl; R^{b} is H, $\text{C}_1\text{--C}_6$ alkyl, or aryl; or R^{a} and R^{b} taken together are $\text{C}_3\text{--C}_8$ cycloalkyl, $\text{C}_3\text{--C}_8$ heterocycloalkyl, aryl, or heteroaryl; or R_1 and R^{a} or R_1 and R^{b} taken together are $\text{C}_3\text{--C}_8$ cycloalkyl, $\text{C}_3\text{--C}_8$ heterocycloalkyl, aryl, or heteroaryl;


$\text{R}^{\text{a}'}$ is benzo[1,3]dioxol-5-yl, ~~4-benzyloxy-2-pyridyl, phenyl, or phenyl substituted with hydroxy or arylalkoxy~~; $\text{R}^{\text{b}'}$ is H, $\text{C}_1\text{--C}_6$ alkyl, or aryl; or $\text{R}^{\text{a}'}$ and $\text{R}^{\text{b}'}$ taken together are $\text{C}_3\text{--C}_8$ cycloalkyl, $\text{C}_3\text{--C}_8$ heterocycloalkyl, aryl, or heteroaryl; or R_1 and $\text{R}^{\text{a}'}$ or R_1 and $\text{R}^{\text{b}'}$ taken together are $\text{C}_3\text{--C}_8$ cycloalkyl, $\text{C}_3\text{--C}_8$ heterocycloalkyl, aryl, or heteroaryl; ~~provided that if $\text{R}^{\text{a}'}$ is phenyl,~~
 ~~R_3 is $\text{C}(\text{O})\text{R}^{\text{d}^2}$ or $\text{S}(\text{O})\text{R}^{\text{d}^2}$;~~

R^c is aryl or heteroaryl; R^d is H, C₁-C₆ alkyl, aryl, heteroaryl, C₃-C₈ cycloalkyl, or C₃-C₈ heterocycloalkyl; in which aryl is substituted with one or more substituents selected from the group consisting of halogen, hydroxy, amino, alkylamino, arylamino, dialkylamino, diarylamino, cyano, nitro, mercapto, carbamido, carbamoyl, carboxyl, thioureido, thiocyanato, sulfonamido, C₁-C₆ alkyl, C₂-C₆ alkenyl, aryl, and aryloxy; and heteroaryl and C₃-C₈ heterocycloalkyl are substituted with one or more substituents selected from the group consisting of halogen, hydroxy, amino, alkylamino, arylamino, dialkylamino, diarylamino, cyano, nitro, mercapto, carbamido, carbamoyl, carboxyl, thioureido, thiocyanato, sulfonamido, C₂-C₆ alkenyl, C₁-C₆ alkoxy, and aryloxy;

each of R^e and R^f, independently, is H, C₁-C₆ alkyl, aryl, or arylamino; and

R^g is H, C₁-C₆ alkyl, or aryl.

15. (Original) The compound of claim 14, wherein  is a double bond.

16. (Original) The compound of claim 15, wherein  is a double bond.

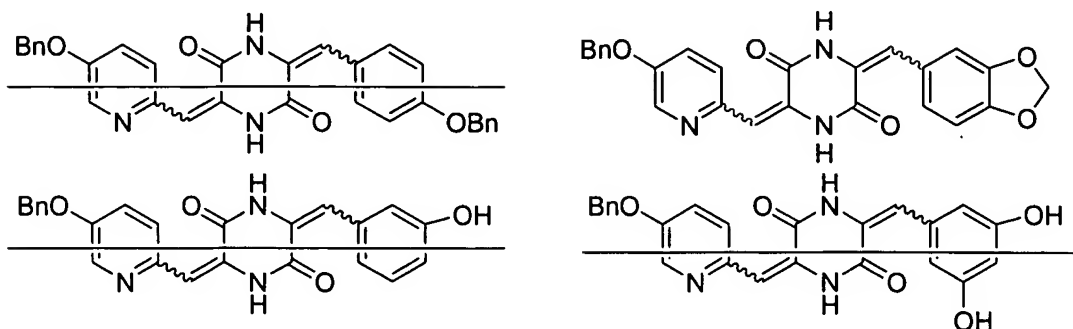
17. (Currently Amended) The compound of claim 16, wherein R^{a'} is benzo[1,3]dioxol-5-yl, 4-benzyloxy-2-pyridyl, phenyl, or phenyl substituted with hydroxy or benzyloxy.

18. (Original) The compound of claim 17, wherein R^{b'} is H.

19. (Original) The compound of claim 18, wherein R_e is H.

20. (Original) The compound of claim 19, wherein R₃ is benzyl.

21. (Currently Amended) The compound of claim 20, wherein the compound is



22. (Original) The compound of claim 15, wherein --- is a single bond.

23. (Withdrawn) The compound of claim 14, wherein --- is a single bond.

24. (Withdrawn) The compound of claim 23, wherein --- is a single bond.

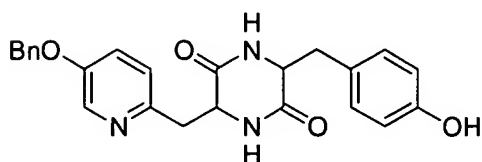
25. (Withdrawn) The compound of claim 24, wherein R_c is 2-pyridyl substituted with arylalkoxy at position 5.

26. (Withdrawn) The compound of claim 25, wherein R^d is H.

27. (Withdrawn) The compound of claim 26, wherein R^a is aryl or heteroaryl.

28. (Withdrawn) The compound of claim 27, wherein R^b is H.

29. (Withdrawn) The compound of claim 28, wherein the compound is



30. (Withdrawn) The compound of claim 23, wherein --- is a double bond.